

LAWLER, METZGER & MILKMAN, LLC

2001 K STREET, NW
SUITE 802
WASHINGTON, D.C. 20006

A. RENÉE CALLAHAN
PHONE (202) 777-7723

PHONE (202) 777-7700
FACSIMILE (202) 777-7763

November 25, 2002

Via Electronic Filing

Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, SW
Washington, D.C. 20554

Ex Parte Notice

**Re: Applications for Consent to the Transfer of Control of Licenses from
Comcast Corporation and AT&T Corp., Transferors, to AT&T Comcast
Corporation, Transferee, MB Docket No. 02-70**

Dear Ms. Dortch:

Attached please find conformed copies of the final, executed Agreements and Declarations of Trust for Trusts I and III, and a "form of" Agreement and Declaration of Trust for Trust II. The Agreements and Declarations of Trust for Trusts I and III were signed on November 18, 2002, immediately prior to closing of the above-referenced merger. The Agreement and Declaration of Trust for Trust II will be signed in connection with the closing of the agreement to restructure Time Warner Entertainment Company, L.P.

Pursuant to section 1.1206(b) of the Commission's rules, this letter is being filed electronically with the Office of the Secretary. If you have any questions, please contact me.

Very truly yours,

/s/ A. Renée Callahan
A. Renée Callahan

Attachments

cc: Royce D. Sherlock
Simon Wilkie
Cynthia Bryant
Qualex International

Roger D. Holberg
James R. Bird
Jeff Tobias

Erin Dozier
William Dever
Lauren Kravetz Patrich